

Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NETWORK SYSTEMS CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "STORAGE TECHNOLOGY CORPORATION" UNDER THE
NAME OF "STORAGE TECHNOLOGY CORPORATION", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO
THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 7773614

DATE: 01-02-96



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/1995
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
NETWORK SYSTEMS CORPORATION
(a Delaware corporation)
into
STORAGE TECHNOLOGY CORPORATION
(a Delaware corporation)
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

Storage Technology Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST, that the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND, that the Corporation owns all of the outstanding shares of each class of the capital stock of Network Systems Corporation, a Delaware corporation.

THIRD, that the Corporation, by the following resolutions of its Board of Directors, duly adopted on September 20, 1995, determined to merge into itself Network Systems Corporation on the conditions set forth in such resolution.

RESOLVED, that subject to approval of the Chief Executive Officer or Chief Operating Officer, as evidenced by the execution by either of them a certificate of merger, the Corporation shall merge into itself its subsidiary, Network Systems Corporation, and assume all of said subsidiaries liabilities and obligations;

FURTHER RESOLVED, that the Chief Executive Officer or Chief Operating Officer and the Secretary or Assistant Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge Network Systems Corporation into this Corporation and to assume said subsidiary's liabilities and obligations and the date of the adoption thereof and to file the same in the office of the Secretary of State of Delaware;

FURTHER RESOLVED, that any and all actions heretofore taken by proper officers of the Corporation within the intent of the foregoing resolutions are hereby ratified and confirmed as the action of the Corporation; and

FURTHER RESOLVED, that the proper officers of the Corporation be and hereby are authorized to take any and all actions as they may deem proper and appropriate in order to effectuate the merger of Network Systems Corporation into the Corporation.

IN WITNESS WHEREOF, said Corporation has caused its corporate seal to be affixed and this certificate to be signed by David E. Weiss, its Chief Operating Officer, and Lizbeth J. Stenmark, its Assistant Secretary this 29th day of December, 1995.

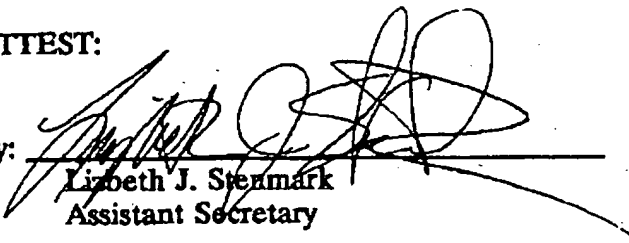
STORAGE TECHNOLOGY CORPORATION

By: _____


David E. Weiss
Chief Operating Officer

ATTEST:

By: _____


Lizbeth J. Stenmark
Assistant Secretary